

UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF WEST VIRGINIA

IN RE: : Jointly Administered at
WEIRTON STEEL CORPORATION, et al., : Bankruptcy No. 5:03-BK-01802
: Chapter 11
Debtors. : Honorable L. Edward Friend, II
: United States Bankruptcy Judge

U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF WEST VIRGINIA
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ENTERED

**ORDER (A) APPROVING PROPOSED DISCLOSURE STATEMENT,
(B) ESTABLISHING PROCEDURES FOR SOLICITATION AND
TABULATION OF VOTES TO ACCEPT OR REJECT PROPOSED
PLAN OF LIQUIDATION, AND (C) GRANTING RELATED RELIEF**

This matter coming before the Court on the Motion of Weirton Steel Corporation for an Order (A) Approving Proposed Disclosure Statement, (B) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Proposed Plan of Liquidation, and (C) Granting Related Relief (the "Motion"); the Debtor having filed its First Amended Plan of Liquidation ("Plan") and accompanying Disclosure Statement ("Disclosure Statement") on July 9, 2004; the Court having reviewed the Motion and having heard the statements of counsel regarding the relief requested in the Motion at a hearing before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (c) the Disclosure Statement Notice was adequate under the circumstances and in compliance with the Bankruptcy Code, 11 U.S.C. §§ 101-1330 (the "Bankruptcy Code"), and the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"); (d) the Disclosure Statement contains adequate information within the meaning of section 1125 of the Bankruptcy Code and Bankruptcy Rules 3017 and 3018; and (e) the Solicitation Procedures (as such term is defined in the Motion, as modified herein) provide a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code; and the

Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. Capitalized terms not otherwise defined herein have the meanings give to them in the Motion.
3. The Disclosure Statement is approved, pursuant to section 1125 of the Bankruptcy Code.
4. The Solicitation Procedures (as modified hereby), including, but not limited to, the forms of Ballots and Notices of Nonvoting Status (substantially in the forms included in the Motion Supplement), the Voting Deadline, the Solicitation Packages, the Voting Record Date of July 6, 2004, for Plan voting, and the Tabulation Rules, are approved.
5. The Solicitation Procedures are hereby modified as follows:
 - (a) Only original ballots will be counted, and no ballot may be submitted by facsimile, electronic mail or any other electronic means;
 - (b) Any ballot received by the Balloting Agent that casts a vote for a Claim that cannot be identified as a Claim entitled to vote on the Plan shall not be counted;
 - (c) If a ballot indicates both an acceptance and a rejection of the Plan, it shall be counted as an acceptance of the Plan; and
 - (d) Each holder of a Claim entitled to vote on the Plan is entitled to vote all of the Claims that it holds, but may only cast a single ballot with respect to all Claims that it holds in a single Class.
6. The Confirmation Hearing is scheduled to be held before the Honorable L. Edward Friend, II, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Northern District of West Virginia, U.S. Federal Building & Courthouse, 12th and Chapline Streets, Wheeling, WV 26003 on August 24, 2004, beginning at 10:00 a.m., Eastern Time. The Confirmation Hearing may be continued from time to time by the Court without further notice

other than the announcement of the adjourned date(s) at the Confirmation Hearing or any continued hearing.

7. Objections to confirmation of the Plan, if any, must: (a) be in writing; (b) state the name and address of the objecting party and the nature of the claim or interest of such party; (c) state with particularity the basis and nature of any objection to the confirmation of the Plan; and (d) be filed with the Court and served on the parties on the Official Service List established in this case so that they are received no later than 4:00 p.m., Eastern Time, on August 18, 2004, or such other date established by the Debtor that is at least 25 days after service of the Solicitation Packages (the "Confirmation Objection Deadline").

8. The Confirmation Hearing Notice and the form and manner of service and publication of the Confirmation Hearing Notice, as described in the Motion, are approved.

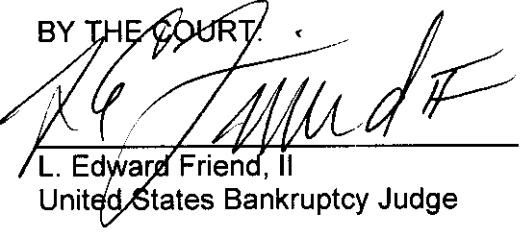
9. On or before July 19, 2004, the Debtor will serve or cause to be served the Confirmation Hearing Notice on (i) all creditors and interest holders, and (ii) all parties who have requested notice pursuant to Bankruptcy Rule 2002.

10. On or before August 2, 2004, the Debtor shall file and serve the form of Trust Agreement on all parties included on the Official Service List established by the Court in this case.

11. The Debtor is authorized to take (or refrain from taking) any action and expend such funds as necessary or appropriate to implement the terms of, and the relief granted in, this Order without seeking further Order of the Court.

Dated: July 12, 2004

BY THE COURT:


L. Edward Friend, II
United States Bankruptcy Judge